



DTM/KSE/152/2014

January 16, 2014

Mr. Muhammad Ghufran
Deputy General Manager,
Karachi Stock Exchange Limited,
Stock Exchange Building,
Stock Exchange Road,
Karachi.

Sub: **NOTICE OF EXTRA ORDINARY GENERAL MEETING.**

Dear Sir,

This is with reference to your letter bearing No. KSE/c-707-7071 dated December 30, 2013. We hereby respectfully request you to condone the lack of intimation from our side to the KSE in respect of the holding of the meeting of the Board of Directors of Din Textile Mills Limited (the "Company") regarding the Amalgamation / Merger of Ihsan Raiwind Mills (Private) Limited, being a wholly owned subsidiary of the Company, with and into the Company.

Please find enclosed herewith the following documents for your record as per your request and in compliance with the provisions of the Code of Corporate Governance.

1. Copy of the Resolution passed by the Board of Directors of the Company; and
2. Draft of Scheme of Amalgamation / merger approved the Company.

With respect to your request for the swap ratio (and report in respect thereof, it is respectfully submitted that Ihsan Raiwind Mills (Private) Limited is a wholly owned subsidiary of the Company and is amalgamating / merging into the Company. In view of the same, and as highlighted in Article 8 of the Scheme of Arrangement dated April 26, 2013 (a copy of which is enclosed herewith), upon the sanction of the scheme by the Court, the shares of the Company in Ihsan Raiwind Mills (Private) Limited shall be cancelled and extinguished. Furthermore, there will be no issue and allotment of shares of the Company to the shareholders of Ihsan Raiwind Mills (Private) Limited since the Company is the holding company. Accordingly, the proposed amalgamation / merger does not involve a swap ratio or a report in respect thereof.

Furthermore, all the required documents / information in this regard shall be submitted to you in a timely manner as required under the applicable laws and regulations.

You cooperation in this regard will be highly appreciated.

Thanking You,

Yours faithfully,
DIN TEXTILE MILLS LIMITED


(ISLAM AHMED)
COMPANY SECRETARY

Encls: As above

Din Textile Mills Ltd.

Din House, 35-A/1, Lalazar Area, Opp. Beach Luxury Hotel, P.O. Box No. 4696 Karachi-74000, Pakistan.
Tel: (92-21) 35610001-3, Fax: (92-21) 35610009 & 35610455, E-mail: dingroup@dingroup.com, Website: www.dingroup.com